

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

In re:	) Case No. 08-35653-KRH
	) Chapter 11
CIRCUIT CITY STORES, INC. <sup>1</sup> , et al.,	) (Jointly Administered)
	)
Debtors.	)
	)

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**LIMITED OBJECTION OF THE OFFICIAL COMMITTEE OF CREDITORS  
HOLDING UNSECURED CLAIMS TO CERTAIN FIRST DAY ORDERS  
(COURT DOCKET NUMBERS 80, 82, 110, 112, 129, 132)**

The Official Committee of Creditors Holding Unsecured Claims (the “Committee”) respectfully submits this limited objection (the “Objection”) to the relief requested in certain of the First Day Motions and corresponding Orders as further identified below:

- A. Motion of Debtors for Order Pursuant to Bankruptcy Code Sections 105(a), 363, 507(a), 541, 1107(a), and 1108 and Bankruptcy Rule 6003 Authorizing Debtors to Pay Prepetition Wages, Compensation and Employee Benefits (the “Wage Motion”)(Docket #6) and Order thereon (the “Wage Order”) (Docket #80).

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<sup>1</sup> The Debtors in these cases include: Circuit City Stores, Inc., Circuit City Stores West Coast, Inc., InterTAN, Inc., Ventoux International, Inc., Circuit City Purchasing Company, LLC, CC Aviation, LLC, CC Distribution Company of Virginia, Inc., Circuit City Properties, LLC, Kinzer Technology, LLC, Abbott Advertising Agency, Inc., Patapsco Designs, Inc., Sky Venture Corp, Prahs, Inc., XSStuff, LLC, Mayland MN, LLC, Courchevel, LLC, Orbyx Electronics, LLC, and Circuit City Stores PR, LLC. The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

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- B. Motion Of The Debtors For Entry Of Order Pursuant To Bankruptcy Code Sections 105, 363 And 365 (I) Assuming The Agency Agreement Among The Debtors, Hilco Merchant Resources, LLC And Gordon Brothers Retail Partners, LLC, And (II) Authorizing The Debtors To Continue Agency Agreement Sales Pursuant To Store Closing Agreement (the “Store Closing Agreement Motion”) (Docket #24). and Order thereon (the “Sore Closing Agreement Order”) (Docket #82).
- C. Motion Of The Debtors For Order Pursuant To Bankruptcy Code Sections 105(a), 506(a), 507(a)(8), 541 And 1129 And Bankruptcy Rule 6003 Authorizing The Debtors To Pay Prepetition Sales, Use, Trust Fund And Other Taxes And Related Obligations (the “Prepetition Tax Motion”) (Docket #7) and Order thereon (the “Prepetition Tax Order”) (Docket #110);
- D. Debtors’ Motion For Order Pursuant To Bankruptcy Code Sections 105, 362(b), 363, 503(b), 506, 546(b), 1107(a) And 1108 And Bankruptcy Rule 6003 Authorizing Payment Of Certain Prepetition Shipping And Delivery Charges (the “Prepetition Shipping Motion”(Docket #10).and Order thereon (the (Prepetition Shipping Order”)(Docket #112);
- E. Debtors’ Motion For Order Pursuant To Bankruptcy Code Sections 105(a), 362(b), 506, 546(b), 1107(a), 1108 And 1129 And Bankruptcy Rule 6003 Authorizing Payment Of Contractors In Satisfaction Of Liens (the “Contractor Motion”) (Docket #11).and Order thereon (the “Contractor Order”) (Docket #129).; and
- F. Motion Of Debtors For Order Pursuant To Bankruptcy Code Sections 105, 363, 1107(a) And 1108, And Bankruptcy Rule 6003 Authorizing Debtors To Pay Prepetition Claims Of Certain Foreign Vendors And Service Providers (the “Foreign Vendor Motion”) (Docket #12).and Order thereon (the “Foreign Vendor Order) (Docket #132).

In support of the foregoing, the Committee respectfully sets forth and represents as follows:

### **PRELIMINARY STATEMENT**

1. In conjunction with the hearing scheduled immediately upon the filing of the Debtors’ cases, the Court considered, among things the Wage Motion, the Prepetition Tax Motion, the Prepetition Shipping Motion, the Contractor Motion, the Foreign Vendor Motion,

and the Store Closing Agreement Motion. At the hearing, the Court indicated that the same would be approved, subject to providing ample time for the Committee to review and comment thereon (Transcript of Hearing on November 10, 2008, p. 48). Thereafter, the Court entered the Wage Order, the Prepetition Tax Order, the Prepetition Shipping Order, the Contractor Order, the Foreign Vendor Order and the Store Closing Agreement Order (collectively the “First Day Orders”). Recognizing the extraordinary relief granted therein, the First Day Orders as required by the Court provided a period for the Committee to review and object, if necessary, to the same. Having done so, the Committee hereby submits its limited objection to the First Day Orders, not to the substantive relief therein, but simply to secure the right to obtain information and other data related thereto at defined intervals going forward.<sup>2</sup>

### **BACKGROUND**

2. On November 10, 2008 (the “Petition Date”), each of the Debtors commenced a voluntary case under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). The Debtors have continued to operate their businesses and manage their properties as debtors-in-possession pursuant to section 1107(a) and 1108 of the Bankruptcy Code. 11 U.S.C. §§ 1107(a), 1108.

3. The Debtors filed a number of “first day” motions on the Petition Date, including the First Day Motions that are the subject of this Limited Objection. The Court promptly entered the corresponding First Day Orders.

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<sup>2</sup> This Limited Objection does not incorporate substantive objections to the individual First Day Motions and those objections, if any, will be addressed by separate objections filed at the appropriate time.

4. While the First Day Orders contained various dates for objection periods (some of which have not yet run), the Debtors, by counsel, have agreed with the Committee, by counsel, that no objection period for any of the First Day Orders would expire for the Committee prior to (and including) November 26, 2008. (The Debtors also have agreed, by counsel, to the further extension of certain other objection deadlines contained in orders that are not included in the definition of “First Day Orders” in this Limited Objection.).

5. On November 12, 2008, the Office of the United States Trustee formed the Committee. Promptly following the formation of the Committee and the Committee’s retention of counsel and financial advisors, the Committee has engaged in an intensive review and analysis of the Debtors’ operations, financing, liquidity needs and models, restructure efforts and prospects for reorganization which are ongoing.

### **OBJECTION**

6. In order to facilitate and enable the Committee to thoroughly review and analyze the Debtors’ operations, financing, liquidity needs and models, restructure efforts and prospects for reorganization, the Committee and its professionals must be in a position to have a “free-flow” of information among them and the Debtors and their professionals.

7. While the Debtors and their professionals have expressed a willingness to cooperate with the Committee on this flow of information, the Committee desires to ensure that the Court’s orders also provide for the same. To that end, the Committee files this Limited Objection seeking revisions to each of the First Day Orders to specifically provide for the

transmittal to the Committee of all information related to any of the Debtors' actions taken in conjunction with the First Day Orders.

8. With respect to each of the First Day Orders, the Committee requests the Debtors to provide weekly reports to the Committee and its professionals regarding payments, compromises or any other actions authorized by the First Day Orders. In addition, the Committee seeks, among other things, the following specific information:

- a. Foreign Vendor Order --weekly reports of credit terms agreed with vendors and service providers, the names of such vendors and service providers, and any compromises (and amounts) of disputed claims;
- b. Contractor Order – weekly reports listing compromises (and amounts) of disputed claims together with the names of any such compromising contractors;
- c. Shippers Order – weekly reports listing compromises (and amounts) of disputed claims together with the names of any such compromising shippers; and
- d. Wage Order – complete report of amounts paid (and recipients thereof) above the \$10,950 priority amount contained in 11 U.S.C. §507(b).

9. As this review process is in its infancy stage, the Committee reserves the right to seek additional information related to the First Day Motions as well.

### **CONCLUSION**

10. For all of the foregoing reasons, the Committee respectfully requests that the Court amend the First Day Orders to provide for the dissemination of information to the

Committee with respect to any payments, compromises or other actions authorized by the First Day Orders.

Dated: November 26, 2008

*/s/ Paula S. Beran*

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**CERTIFICATE OF SERVICE**

I HEREBY CERTIFY that on November 26, 2008, a true and correct copy of the above and foregoing was served by either First Class Mail, postage pre-paid and/or by electronic delivery to all of the parties on the attached Service List.

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